

EXHIBIT 5

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 7, 2002

Date of Report

NORTHWESTERN CORPORATION

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

0-692

46-0172280

(Commission File No.)

(IRS Employer Identification Number)

125 South Dakota Avenue, Suite 1100
Sioux Falls, South Dakota 57104-----
(Address of Principal Executive Offices)

(605) 978-2908

(Registrant's Telephone Number, Including Area Code)

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Item 5. OTHER EVENTS

On February 7, 2002, NorthWestern Corporation (the "Company") issued a press release discussing results for the fourth quarter of 2001 and for the full year of 2001. The press release is included as Exhibit 99.1 hereto and is incorporated herein by reference. The press release contains forward-looking statements regarding the Company and includes a cautionary statement identifying important factors that could cause actual results to differ materially from those anticipated.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS, AND EXHIBITS

(c) Exhibits

Exhibit Number -----	Description -----
99.1 *	Press Release of NorthWestern Corporation, issued on February 7, 2002

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 7, 2002

NORTHWESTERN CORPORATION

By: /s/ Kipp D. Orme

Kipp D. Orme
Vice President - Finance and Chief
Financial Officer

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EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1 *	Press Release of NorthWestern Corporation, issued on February 7, 2002

* Filed herewith

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[LOGO FOR NORTHWESTERN CORPORATION]

News Release
 NYSE:NOR

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NORTHWESTERN REPORTS 2001 EPS OF \$2.03 BEFORE RESTRUCTURING CHARGES;
 REAFFIRMS 2002 EPS GUIDANCE OF \$2.30 TO \$2.55

MONTANA POWER TRANSACTION RECEIVES REGULATORY APPROVALS;
 CORNERSTONE PURSUES STRATEGIC ALTERNATIVES

SIOUX FALLS, S.D. - FEB. 7, 2002 - NORTHWESTERN CORPORATION (NYSE:NOR) TODAY REPORTED FULL-YEAR 2001 NET INCOME OF \$56.7 MILLION OR \$2.03 PER DILUTED SHARE BEFORE RESTRUCTURING CHARGES, UP 11 PERCENT FROM THE \$49.6 MILLION OR \$1.83 PER DILUTED SHARE REPORTED IN 2000. THESE RESULTS ARE IN LINE WITH PREVIOUSLY ANNOUNCED EXPECTATIONS OF BETWEEN \$2.00 AND \$2.03 EARNINGS PER SHARE BEFORE CHARGES.

"In addition to our reported recurring results of \$2.03 per share, we have made substantial progress to further strengthen our energy and communications businesses for long-term growth and value creation," said Merle D. Lewis, NorthWestern's chairman and chief executive officer. "NorthWestern's businesses are positioned to achieve improved performance, and we reaffirm our previously announced 2002 earnings per share guidance of between \$2.30 to \$2.55."

Revenues for the fourth quarter of 2001 were \$797 million, compared with \$2.5 billion in the same quarter in 2000. Revenues for full-year 2001 were \$4.2 billion, down from \$7.1 billion in 2000. Revenues for both the fourth quarter and full-year 2001 were lower due primarily to the sale and exit of certain natural gas and crude oil businesses of CornerStone Propane along with lower commodity prices.

In addition, NorthWestern announced that it expects to close its pending acquisition of The Montana Power Company's energy transmission and distribution business by mid-February.

"With the recent unanimous approval by the Montana Public Service Commission and clearance by the Federal Trade Commission, we have received all necessary regulatory approvals to complete this transaction," Lewis said. "Combining Montana Power's successful utility business with NorthWestern's strong energy business will create a solid platform for substantially increased cash flow and a foundation for our value creation strategy of growth in earnings and dividends. This strategy is evidenced by the fourth quarter dividend increase of 6.7 percent, marking our 18th consecutive year for increasing dividends."

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CornerStone announced on Jan. 18, 2002, it had retained Credit Suisse First Boston Corporation to pursue strategic options, including the possible sale or merger of the Partnership. NorthWestern represents the largest unitholder of CornerStone and owns all of the stock of the managing general partner.

"We fully support CornerStone's action as it is consistent with our strategic intent to continue to narrow the focus of NorthWestern's energy and communications businesses," Lewis said. "As we have noted, CornerStone has historically been a minor contributor to NorthWestern's earnings and cash flow. By excluding CornerStone and adding Montana Power's utility operations, approximately two-thirds of NorthWestern's targeted 2002 earnings before interest, taxes, depreciation and amortization (EBITDA) is attributable to our utility businesses."

As previously announced, NorthWestern recorded a pre-tax restructuring charge of \$25 million in the fourth quarter of 2001 associated with its Operational Excellence initiative which is focused on reducing annualized selling, general and administrative (SG&A) expenses by \$150 million. Including the charge, NorthWestern reported fourth quarter net income of \$5.1 million or 12 cents per diluted share, compared to \$15.7 million or 60 cents per diluted share in the fourth quarter of 2000. Net income for 2001 including the charge was \$44.5 million or \$1.53 per diluted share.

DIVIDEND ACTIONS

During the fourth quarter, NorthWestern announced a quarterly dividend increase to 31 3/4 cents per share on the Company's common stock payable Dec. 1, 2001. The quarterly common stock dividend is equivalent to an annual rate of \$1.27, an 8-cent or 6.7 percent increase over the previous annual dividend rate. Consistent with its strategy of growing both earnings and dividends, NorthWestern has increased dividends on its common stock for 18 consecutive years and has paid dividends for 55 consecutive years.

On Feb. 6, 2002, the Board of Directors announced another quarterly dividend of 31 3/4 cents per share on the Company's common stock payable March 1, 2002, to shareholders of record on Feb. 15, 2002.

BUSINESS SEGMENT RESULTS

NorthWestern's electric and natural gas business segment, NorthWestern Services Group, reported strong results for 2001 with operating income of \$50.4 million, before restructuring charges, up 33 percent or \$12.4 million, compared with 2000. Revenues for the year totaled \$251.2 million, up from \$181.3 million in 2000. In the fourth quarter 2001, operating income before restructuring charges totaled \$8.6 million, down \$1.6 million from the same period in 2000 due to milder weather conditions and reduced wholesale electricity sales.

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NorthWestern's President and Chief Operating Officer Richard R. Hylland said, "Overall, our core energy business showed healthy growth again in 2001, aided by favorable wholesale electricity sales in the first half of the year. Our underlying electricity and natural gas distribution business continues to perform well and will show substantial revenue growth and earnings accretion in 2002 following the completion of the Montana Power transaction."

Fourth quarter results for Expanets, NorthWestern's communications business, showed continued improvement, with EBITDA before restructuring charges reflecting a loss of \$1.6 million, compared with a loss of \$13.2 million for the same quarter in 2000. Further, the fourth quarter 2001 results include approximately \$10 million in identified nonrecurring transition and integration costs as Expanets advanced the migration of its business toward a common information technology platform. SG&A expenses for the fourth quarter reflect a reduction of \$25.4 million, or 23 percent, from the same quarter in 2000 and a reduction of \$19.9 million, or 19 percent, from the third quarter of 2001, representing actions taken by the company to resize its business and reduce its cost structure. For the full year, Expanets reported an EBITDA loss before nonrecurring charges of \$47.5 million, of which \$37.7 million occurred during the first quarter prior to the restructuring of Expanets' agreement with Avaya, Inc., compared with positive EBITDA of \$12.6 million in 2000. Identified nonrecurring transition and integration costs totaled \$36 million during 2001 and \$24 million in 2000. Revenues for fourth quarter 2001 were \$217.5 million, compared with \$293.5 million in fourth quarter 2000. For the full year, revenues were \$1.0 billion, compared with \$1.1 billion in 2000.

"Expanets took several important steps during the fourth quarter and throughout the year that should provide major building blocks for achieving its targets in 2002. First, the company further resized its cost structure and substantially reduced expenses to reflect changing market conditions in the communications industry. In late November, Expanets also introduced a new information technology system infrastructure that when fully implemented should enable the company to more efficiently develop and deploy communications solutions for clients while reducing operating expenses. This project is part of Expanets' previously announced plan to exit from the costly transition services agreements entered into in connection with the purchase of the Growing and Emerging Markets (GEM) division of Lucent Technologies. This is an extensive project involving substantial data migration from third-party legacy systems to the new Expanets system and the launching of a new integrated customer care, billing, order processing and information technology system. Expanets' process teams addressed initial delays in the integration of the new system and continue to make progress toward full implementation of the system," Hylland said.

"Expanets' focus on value-added services and solutions at the customer premises, as opposed to commodity-based services such as a broadband networks, has enabled it to

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maintain a core level of recurring customer revenues, even in the face of challenging economic conditions. We believe Expanets is well positioned with a cost structure to meet our performance expectations in 2002," Hylland added. "As we highlighted in our Nov. 30, 2001, webcast presentation, we are targeting an improvement in Expanets' EBITDA in 2002 of approximately \$130 million resulting from cost reductions and efficiencies across the business. Specifically, the improvement is targeted to come from the completion of activities generating the nonrecurring transition and integration costs incurred during 2001 (\$36 million), nonrecurring expenses attributable to the new information technology system when fully implemented (\$14 million), and SG&A reductions resulting principally from cost improvement and resizing initiatives during 2001 (\$80 million)."

Blue Dot, NorthWestern's heating, ventilation, air conditioning (HVAC) and plumbing services provider, reported full-year 2001 EBITDA before restructuring charges of \$9.9 million, compared with \$18.4 million in 2000. Revenues improved to \$423.8 million for full-year 2001, compared with \$408.8 million in 2000 due to the acquisition of certain locations during 2000 and 2001. Reported EBITDA before restructuring charges for the fourth quarter 2001 reflects a loss of \$2.4 million, compared with positive EBITDA of \$1.7 million in the same period in 2000. Revenues during the fourth quarter 2001 were \$101.2 million, compared with \$109.9 million in the same quarter in 2000. Included in the fourth quarter 2001 results are approximately \$6 million in negative adjustments relating principally to the carrying value of inventory and receivables at certain locations.

"Blue Dot's results during the fourth quarter were impacted by continued soft economic conditions, nonrecurring charges taken at business locations that are undergoing restructuring and the relocation of its corporate headquarters to Sioux Falls," said Hylland. "Blue Dot's new management team is implementing a plan to improve performance by maximizing higher margin services, implementing new systems and processes, enhancing efficiency and improving underperforming business locations."

Fourth quarter EBITDA from CornerStone Propane (NYSE:CNO) was \$21.6 million, before nonrecurring losses totaling approximately \$5.9 million primarily related to the sale of CornerStone's remaining crude and natural gas businesses, compared with \$35.2 million in the fourth quarter of 2000. The propane distribution company results were significantly impacted by near record warm weather in the fourth quarter, which reduced retail gallons sold by 28 percent compared with the fourth quarter of 2000. Revenues for the quarter were \$427 million, compared with \$2.1 billion in same quarter in 2000. Full-year 2001 revenues were \$2.5 billion, compared with \$5.4 billion in 2000. Revenues for both the fourth quarter and full-year 2001 were lower due primarily to the sale and exit of certain natural gas and crude oil businesses along with lower commodity prices.

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The action taken by CornerStone in January to pursue strategic options will be considered in conjunction with NorthWestern's required adoption of Financial Accounting Standard 142, "Goodwill and Other Intangible Assets" and Financial Accounting Standard 144, "Impairment or Disposal of Long-Lived Assets" effective Jan. 1, 2002. It is likely that substantially all of NorthWestern's nearly \$40 million net carrying value in CornerStone will be taken as a non-cash adoption during the first quarter 2002.

CONFERENCE CALL

As previously announced, the Company will conduct a conference call with analysts today at 11 a.m. Eastern time. The conference call will be webcast live via the NorthWestern Corporation Web site at www.northwestern.com or at www.companyboardroom.com.

ABOUT NORTHWESTERN

NorthWestern Corporation, a FORTUNE 500 company, is a leading provider of services and solutions to more than 2 million customers across America in the energy and communications sectors. NorthWestern's partner entities include NorthWestern Services Group, a provider of electric, natural gas and communications services to Upper Plains customers; Expanets, one of the largest mid-market providers of networked communications solutions and services in the United States; Blue Dot, a leading provider of air conditioning, heating, plumbing and related services; and CornerStone Propane Partners L.P. (NYSE:CNO), one of the nation's largest retail propane distribution entities. Further information about NorthWestern is available on the Internet at www.northwestern.com.

FORWARD-LOOKING STATEMENTS

CERTAIN STATEMENTS MADE IN THIS NEWS RELEASE, INCLUDING THOSE RELATING TO EXPECTATION OF FUTURE FINANCIAL PERFORMANCE, CONTINUED GROWTH, CHANGES IN ECONOMIC CONDITIONS OR CAPITAL MARKETS AND CHANGES IN CUSTOMER USAGE PATTERNS AND PREFERENCES, AS WELL AS OTHER STATEMENTS REGARDING OUR ASSUMPTIONS, PROJECTIONS, EXPECTATIONS, TARGETS, INTENTIONS OR BELIEFS ABOUT FUTURE EVENTS, ARE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE "SAFE HARBOR" PROVISIONS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THESE FORWARD-LOOKING STATEMENTS ARE SUBJECT TO VARIOUS RISKS AND UNCERTAINTIES. A NUMBER OF IMPORTANT FACTORS WHICH ARE DIFFICULT TO PREDICT AND MANY OF WHICH ARE BEYOND THE CONTROL OF THE CORPORATION, COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IMPLIED BY THE FORWARD-LOOKING STATEMENTS. THESE FACTORS INCLUDE, BUT ARE NOT LIMITED TO, THE ADVERSE IMPACT OF WEATHER CONDITIONS; UNSCHEDULED GENERATION OUTAGES; MAINTENANCE OR REPAIRS; UNANTICIPATED CHANGES TO FOSSIL FUEL OR GAS SUPPLY COSTS OR AVAILABILITY DUE TO HIGHER DEMAND, SHORTAGES, TRANSPORTATION PROBLEMS OR OTHER DEVELOPMENTS; DEVELOPMENTS IN THE FEDERAL AND STATE REGULATORY ENVIRONMENT AND THE TERMS ASSOCIATED WITH OBTAINING REGULATORY APPROVALS; THE RATE OF GROWTH AND ECONOMIC CONDITIONS IN THE SERVICE AREAS OF THE CORPORATION AND ITS SUBSIDIARIES; THE SPEED AND DEGREE TO WHICH COMPETITION ENTERS THE INDUSTRIES AND MARKETS IN WHICH THE CORPORATION'S BUSINESSES OPERATE; THE TIMING AND EXTENT OF CHANGES IN INTEREST RATES AND FLUCTUATIONS IN ENERGY-RELATED COMMODITY PRICES; RISKS ASSOCIATED WITH ACQUISITIONS, TRANSITION AND INTEGRATION OF ACQUIRED COMPANIES, INCLUDING IMPLEMENTATION OF INFORMATION SYSTEMS AND REALIZING EFFICIENCIES IN EXCESS OF ANY RELATED RESTRUCTURING

CHARGES; REDUCTION OF MINORITY INTEREST BASIS REQUIRING THE CORPORATION TO RECOGNIZE ITS SHARE OF OPERATING LOSSES AT CERTAIN SUBSIDIARIES; FOR LOSS ALLOCATION PURPOSES; CHANGES IN CUSTOMER USAGE PATTERNS AND PREFERENCES; AS WELL AS CHANGING CONDITIONS IN THE ECONOMY, CAPITAL MARKETS AND OTHER FACTORS IDENTIFIED FROM TIME TO TIME IN THE CORPORATION'S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION; AND EVENTS, CONDITIONS OR CIRCUMSTANCES THAT PRECLUDE OR MATERIALLY DELAY THE COMPLETION OF THE ACQUISITION OF THE MONTANA POWER COMPANY'S ENERGY TRANSMISSION AND DISTRIBUTION BUSINESS. THIS NEWS RELEASE SHOULD BE READ IN CONJUNCTION WITH THE COMPANY'S REPORT ON 10-K FOR 2000, AND SUBSEQUENT QUARTERLY REPORTS ON 10-Q AND CURRENT REPORTS ON 8-K, WHICH CAN BE LOCATED AT www.sec.gov AND REQUESTED FROM NORTHWESTERN CORPORATION.

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NORTHWESTERN CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Amounts)
(Unaudited)

<Table>
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	THREE MONTHS ENDED DECEMBER 31	
	2001	2000
<S>		
OPERATING REVENUES	<C> \$ 797,419	<C> \$ 2,549,858
COST OF SALES	596,109	2,308,383
GROSS MARGIN	201,310	241,475
OPERATING EXPENSES:		
Selling, General and Administrative	183,340	207,115
Restructuring	24,916	--
Depreciation	18,005	15,265
Amortization of Goodwill and Other Intangibles	16,460	15,735
	242,721	238,115
OPERATING INCOME (LOSS)	(41,411)	3,360
Interest Expense	(24,112)	(22,055)
Investment Income and Other	3,893	1,147
LOSS BEFORE INCOME TAXES AND MINORITY INTERESTS	(61,630)	(17,548)
Benefit for Income Taxes	30,133	12,118
LOSS BEFORE MINORITY INTERESTS	(31,497)	(5,430)
Minority Interests	36,588	21,095

<Caption>

(2) 4TH QUARTER ENDED DECEMBER 3			
		2001	200
		Retail Propane	Wholesale Propane
		Retail Propane	
		<C>	<C>
<S>			
(2) Operating Revenues		\$ 88,377	\$ 338,208
Cost of Sales		41,959	328,498
Gross Margin		\$ 46,418	\$ 9,710
			\$ 61,333

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NORTHWESTERN CORPORATION SEGMENT INFORMATION

<Table>

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TWELVE MONTHS ENDED D			
		Electric and Natural Gas (1) Communications	HVAC
		<C>	<C>
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Operating Revenues		\$ 251,208	\$ 1,032,033
Cost of Sales		142,112	648,036
Gross Margin		109,096	383,997
Selling, general and administrative		42,284	431,477
Restructuring		4,499	5,906
Depreciation		16,428	13,518
Amortization of goodwill and other intangibles		--	35,647
Operating Income (Loss)		45,885	(102,551)
Interest expense		(8,692)	(17,330)
Investment income and other		306	683
Income (loss) before taxes and minority interests		37,499	(119,198)
benefit (provision) for income taxes		(11,857)	32,190
Income (loss) before minority interests		\$ 25,642	\$ (87,008)
			\$ (13,562)

<Caption>

TWELVE MONTHS ENDED D			
	Electric and Natural Gas (1)	Communications	HVAC
<S>	<C>	<C>	<C>
Operating Revenues	\$ 181,309	\$ 1,104,034	\$ 408,829
Cost of Sales	88,156	740,553	260,975
Gross Margin	93,153	363,481	147,854
Selling, general and administrative	39,211	350,926	129,447
Depreciation	15,919	7,614	7,901
Amortization of goodwill and other intangibles	--	29,552	5,891
Operating Income (Loss)	38,023	(24,611)	4,615
Interest expense	(7,760)	(4,019)	(4,877)
Investment income and other	(194)	508	401
Income (loss) before taxes and minority interests	30,069	(28,122)	139
Benefit (provision) for income taxes	(9,819)	8,323	(2,404)
Income (loss) before minority interests	\$ 20,250	\$ (19,799)	\$ (2,265)

<Caption>

(1) TWELVE MONTHS ENDED DECEMBER			
	2001		20
	Electric	Natural Gas	Electric
<S>	<C>	<C>	<C>
(1) Operating Revenues	\$ 106,995	\$ 144,213	\$ 86,575
Cost of Sales	23,052	119,060	16,782
Gross Margin	83,943	25,153	69,793
Selling, general and administrative expenses	27,734	14,550	25,397
Restructuring	3,329	1,170	--
Depreciation	13,193	3,235	12,663
Operating Income	\$ 39,687	\$ 6,198	\$ 31,733

<Caption>

(2) TWELVE MONTHS ENDED DECEMBER			
	2001		20
	Retail Propane	Wholesale Propane	Retail Propane
<S>	<C>	<C>	<C>

INCOME BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	5,091	15,665
Cumulative Effect of Change in Accounting Principle, Net of Tax and Minority Interests	--	--
NET INCOME	5,091	15,665
Minority Interests on Preferred Securities of Subsidiary Trusts	(1,877)	(1,651)
Dividends on Cumulative Preferred Stock	(47)	(47)
EARNINGS ON COMMON STOCK	\$ 3,167	\$ 13,967
AVERAGE COMMON SHARES OUTSTANDING	26,724	23,216
EARNINGS PER AVERAGE COMMON SHARE		
Basic Before Cumulative Effect	\$.12	\$.60
Cumulative Effect of Change in Accounting Principle	--	--
Basic	\$.12	\$.60
Diluted Before Cumulative Effect	\$.12	\$.60
Cumulative Effect of Change in Accounting Principle	--	--
Diluted	\$.12	\$.60

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NORTHWESTERN CORPORATION
SEGMENT INFORMATION

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	4TH QUARTER ENDED DE		
	Electric and Natural Gas (1)	Communications	HVAC
<S>	<C>	<C>	<C>
Operating Revenues	\$ 47,018	\$ 217,527	\$ 101,247
Cost of Sales	25,628	131,779	64,862
Gross Margin	21,390	85,748	36,385
Selling, general and administrative	8,565	87,367	38,758
Restructuring	4,499	5,906	7,239
Depreciation	4,192	4,960	2,272
Amortization of goodwill and other intangibles	--	7,950	1,869

Operating Income (Loss)	4,134	(20,435)	(13,753)
Interest expense	(2,099)	(6,816)	(434)
Investment income and other	78	253	16
	-----	-----	-----
Income (loss) before taxes and minority interests	2,113	(26,998)	(14,171)
Benefit (provision) for income taxes	160	14,729	4,718
	-----	-----	-----
Income (loss) before minority interests	\$ 2,273	\$ (12,269)	\$ (9,453)
	=====	=====	=====

<Caption>

4TH QUARTER ENDED DE

	Electric and Natural Gas (1)	Communications	HVAC
<S>	<C>	<C>	<C>
Operating Revenues	\$ 57,071	\$ 293,540	\$ 109,907
Cost of Sales	32,883	193,955	73,377
	-----	-----	-----
Gross Margin	24,188	99,585	36,530
Selling, general and administrative	9,926	112,763	34,874
Depreciation	4,054	2,370	2,469
Amortization of goodwill and other intangibles	--	10,220	1,628
	-----	-----	-----
Operating Income (Loss)	10,208	(25,768)	(2,441)
Interest expense	(1,812)	(873)	(1,339)
Investment income and other	(130)	102	45
	-----	-----	-----
Income (loss) before taxes and minority interests	8,266	(26,539)	(3,735)
Benefit (provision) for income taxes	(1,960)	12,383	849
	-----	-----	-----
Income (loss) before minority interests	\$ 6,306	\$ (14,156)	\$ (2,886)
	=====	=====	=====

<Caption>

(1) 4TH QUARTER ENDED DECEMBER 3

	2001		200
	Electric	Natural Gas	Electric
<S>	<C>	<C>	<C>
(1) Operating Revenues	\$ 21,407	\$ 25,611	\$ 22,492
Cost of Sales	5,809	19,819	4,655
Gross Margin	15,598	5,792	17,837
Selling, general and administrative expenses	5,383	3,182	6,483
Restructuring	3,329	1,170	--
Depreciation	3,548	644	3,216
Operating Income	\$ 3,338	\$ 796	\$ 8,138

